

# TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Amendment To Memorandum of Security Interest in Trademarks		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Goldhil Home Media International, Inc.		01/04/2005	CORPORATION: CALIFORNIA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	City National Bank		
<b>Street Address:</b>	400 North Roxbury Drive		
<b>City:</b>	Beverly Hills		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	90210		
<b>Entity Type:</b>	A National Banking Association: UNITED STATES		
<b>PROPERTY NUMBERS Total: 23</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	2162961	CLASSIC AMERICANA SERIES	
Registration Number:	2670204	FIT TO THE HITS	
Registration Number:	2190575	GOLDHIL VIDEO	
Registration Number:	2185510	JUST THE FACTS LEARNING SERIES	
Registration Number:	2470633	NATURAL JOURNEYS	
Registration Number:	2485821	NATURAL JOURNEYS	
Serial Number:	76494253	BELLYDANCE FUSION	
Serial Number:	76427141	TEE-ZEL	
Serial Number:	76472139	BELLYDANCE MAMA	
Serial Number:	76465804	D DANCE FITNESS	
Serial Number:	78320897	DIGITAL GYM	
Serial Number:	78277185	FITNESS TOOLBOX	
Serial Number:	76472140	HIP HUGGER ABS	
Serial Number:	76472142	HULA MAMA	

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**TRADEMARK**  
**REEL: 003040 FRAME: 0485**

Serial Number:	78296542	ISLAND GIRL
Serial Number:	76382983	NATURAL JOURNEYS
Serial Number:	76382470	ROMANTIC ARTS
Serial Number:	76456888	SACRED YOGA PRACTICE
Serial Number:	76382984	SENSUAL ARTS
Serial Number:	78320907	SLEEK IN A WEEK
Serial Number:	78322788	TRUE PILATES
Serial Number:	76487003	YOGA MOMMY
Serial Number:	76487002	ZEN MAMA

#### CORRESPONDENCE DATA

Fax Number: (310)231-8311

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Phone: (310) 312-3750

Email: skb@msk.com

Correspondent Name: Steve Bevins c/o Mitchel Silberberg

Address Line 1: 11377 West Olympic Boulevard

Address Line 4: Los Angeles, CALIFORNIA 90064-1683

NAME OF SUBMITTER:	Evan M. Kent
Signature:	/EMK012362/
Date:	03/07/2005

Total Attachments: 2

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AMENDMENT TO MEMORANDUM OF  
SECURITY INTEREST IN TRADEMARKS

Reference is hereby made to that Memorandum of Security Interest in Trademarks, dated as of November 21, 2003 ("**Memorandum of Trademarks**") executed by Goldhil Home Media International, Inc., a California corporation ("**Debtor**") in favor of City National Bank, a national banking association ("**Secured Party**") with respect to among other things the trademark registrations and applications listed on Schedule A attached hereto and incorporated herein by reference and the related goodwill and which Memorandum of Trademarks was recorded with the U.S. Patent and Trademark Office on December 1, 2003, Reel/Frame: 0022872/0340.

Debtor and Secured Party wish to amend the Memorandum of Trademarks as follows:

1. As used in the Memorandum of Trademarks, the term "Credit Agreement" shall refer to that certain Accounts Receivable and Inventory Loan Agreement, dated as of November 21, 2003 by and between Debtor and Secured Party as amended by that certain Amendment to Accounts Receivable and Inventory Loan Agreement, dated as of January 4, 2005 and as hereafter further amended and/or restated from time to time.

2. Except as otherwise provided herein, the Memorandum of Trademarks shall remain in full force and effect.

IN WITNESS WHEREOF, the undersigned have duly executed this Amendment as of January 4, 2005.

DEBTOR:

GOLDHIL HOME MEDIA INTERNATIONAL, INC.,  
a California corporation

By: 

Its: President

SECURED PARTY:

CITY NATIONAL BANK, a national banking  
association

By: 

Its: Vice President

**SCHEDULE A**

<b><u>Mark</u></b>	<b><u>Reg. No.</u></b>	<b><u>Reg. Date</u></b>
CLASSIC AMERICANA SERIES	2,162,961	06/02/98
FIT TO THE HITS	2,670,204	12/31/02
GOLDHIL VIDEO & Design	2,190,575	09/22/98
JUST THE FACTS LEARNING SERIES	2,185,510	09/01/98
NATURAL JOURNEYS	2,470,633	07/17/01
NATURAL JOURNEYS	2,485,821	09/04/01

<b><u>Mark</u></b>	<b><u>Serial No.</u></b>	<b><u>Filing Date</u></b>
BELLYDANCE FUSION	76/494253	3/03/03
BELLYDANCE KIDS	76/427141	12/0/02
BELLYDANCE MAMA	76/472139	12/0/02
DANCE FITNESS and Design	76/465804	11/08/02
DIGITAL GYM	78/320897	10/30/03
FITNESS TOOLBOX	78/277185	7/22/03
HIP HUGGER ABS	76/472140	12/04/02
HULA MAMA	76/472142	12/04/02
ISLAND GIRL	78/296542	9/5/03
NATURAL JOURNEYS	76/382983	03/15/02
ROMANTIC ARTS	76/382470	03/14/02
SACRED YOGA PRACTICE	76/456888	10/07/02
SENSUAL ARTS	76/382984	03/15/02
SLEEK IN A WEEK	78/320907	10/30/03
TRUE PILATES	78/322788	11/4/03
YOGA MOMMY	76/487003	02/03/03
ZEN MAMA	76/487002	02/03/03